

EXHIBIT A

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.
Attention: Vivian Dubin
c/o NY Life Insurance Company
51 Madison Avenue
New York, NY 10010

2. Date of Transfer of Claim: March 31, 2010

3. Type of Claim: General Unsecured

4. Amount of Claim: Not less than \$620,334.88

5. Date of Filing Proof of Claim: April 30, 2009

6. Claim No.: 12718 (the "Claim")

7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10

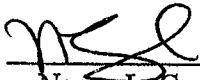
Dated: _____

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: 
Nancy L. George
Vice President

By: _____
Vivian Dubin
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: 5/17/2010

TRANSFEROR:

TRANSFEREE:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____
Nancy L. George
Vice President

By: Vivian L. Dubin
Vivian Dubin
Secretary

Date: May 24, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE


By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#12718

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<p>Debtor against which claim is asserted: (Check only <u>one</u> box below):</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores FR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courcheval, LLC (Case No. 08-35664) </div> <div style="width: 33%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapaco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> JCSuff, LLC (Case No. 08-35669) <input type="checkbox"/> FRAHS, INC. (Case No. 08-35670) </div> </div>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): Manufacturers and Traders Trust Company, as Trustee</p>		<p><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</p> <p>Court Claim Number: _____ (If known)</p> <p>Filed on: _____</p>
<p>Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10185</p> <p>Telephone number: (212) 661-3535</p>		
<p>Name and address where payment should be sent (if different from above): Manufacturers and Traders Trust Company, as Trustee One M&T Plaza Buffalo, New York 14203</p> <p>Telephone number: (716) 853-7980</p>		<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</p>
<p>1. Amount of Claim as of Date Case Filed: \$ Not less than \$620,334.88 (Refer to annexed Exhibit B)</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>		<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().</p> <p>Amount entitled to priority: \$ _____</p> <p>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</p>
<p>2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 4506 - Little Rock, AR (See instruction #2 on reverse side) (Refer to annexed Exhibits A and C)</p> <p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</p> <p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe: _____</p> <p>Value of Property: \$ _____ Annual Interest Rate: _____ %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</p> <p>If the documents are not available, please explain: _____</p>		
<p>Date: April 28, 2009</p> <p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p> <p>Manufacturers and Traders Trust Company, as Trustee</p> <p>By:  Nancy L. George, Vice President, Corporate Trust Department</p>		<p>FOR COURT RECEIVED</p> <p>'APR 30 2009'</p> <p>KURTZMAN GARDEN CONSULTANTS</p>

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

- ☒ Date Stamped Copy Returned
- ☐ No self addressed stamped envelope
- ☐ No copy to return



083565309043000000000048

**EXHIBIT A TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
LITTLE ROCK, ARKANSAS - STORE NO. 4506**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4506, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$620,334.88 against the Debtors which represents: (1) rejection damages in the amount of \$506,122.92; (2) prepetition claims in the present amount of \$57,577.72; and (3) actual damages under the lease in the present amount of \$56,634.24. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
LITTLE ROCK, ARKANSAS (STORE NO. 4506)**

Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994
Store No. 4506 - Little Rock, Arkansas - 4339 Warden Road North 72116**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months):	\$3,374,152.79	
Fifteen percent of total rent reserved (above):	506,122.92	
Rent reserved for one year from Petition Date:	368,089.40	
Subtotal of Rejection Damages Claim (greater of the two):		\$506,122.92
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$34,636.88	
Prepetition Taxes Outstanding:	22,940.84	
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
Subtotal of Prepetition Claim:		\$57,577.72
Damages Under Lease		
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703.25	
Local Trustee's Attorneys Fees*:	19,081.79	
Special Trustee's Attorneys Fees*:	1,250.00	
Insurance:	10,505.47	
Broker Opinions:	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal of Damages Under Lease:		\$56,634.24
TOTAL PROOF OF CLAIM:		\$620,334.88

* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

EXHIBIT B

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekins, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.
Attention: Vivian Dubin
c/o NY Life Insurance Company
51 Madison Avenue
New York, NY 10010

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$721,052.70
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12721 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10

Dated: _____


TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____


Nancy L. George
Vice President

By: _____

Vivian Dubin
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: _____


TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____
Nancy L. George
Vice President

By: 
Vivian Dubin
Secretary

Date: June 14, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#12721

B 10 (Official Form 10) (12/07)		PROOF OF CLAIM
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA Debtor against which claim is asserted: (Check only <u>one</u> box below):		
<input type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35633) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35635) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35637) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35638)		
<input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35639) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)		
<input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Pateco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Manufacturers and Traders Trust Company, as Trustee		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10165		
Name and address where payment should be sent (if different from above): Manufacturers and Traders Trust Company, as Trustee One M&T Plaza Buffalo, New York 14203		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$721,052.70</u> (Refer to annexed Exhibit B) If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(). Amount entitled to priority: \$ _____ *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 4505 - Little Rock, AR</u> (See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____		
Date: <u>April 28, 2009</u> Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. Manufacturers and Traders Trust Company, as Trustee By: <u>Nancy L. George</u> Nancy L. George, Vice President, Corporate Trust Department		RECEIVED 'APR 30 2009 KURTZMAN CARSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

✓ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



083565309043000000000044

**EXHIBIT A TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
LITTLE ROCK, ARKANSAS - STORE NO. 4505**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4505, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$721,052.70 against the Debtors which represents: (1) rejection damages in the amount of \$581,979.66; (2) prepetition claims in the present amount of \$73,763.03; and (3) actual damages under the lease in the present amount of \$65,310.01. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
LITTLE ROCK, ARKANSAS (STORE NO. 4505)**

Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994
Store No. 4505 - Little Rock, Arkansas - 109 Markham Park Drive 72211**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months):	\$3,879,864.40	
Fifteen percent of total rent reserved (above):	581,979.66	
Rent reserved for one year from Petition Date:	423,257.94	
Subtotal of Rejection Damages Claim (greater of the two):		\$581,979.66
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Taxes Outstanding:	35,827.40	
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
Subtotal of Prepetition Claim:		\$73,763.03
Damages Under Lease		
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703.25	
Local Trustee's Attorneys Fees*:	19,081.79	
Special Trustee's Attorneys Fees*:	1,250.00	
Insurance:	19,181.24	
Broker Opinions:	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal of Damages Under Lease:		\$65,310.01
TOTAL PROOF OF CLAIM:		\$721,052.70

* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

EXHIBIT C

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunneken, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P.

Telephone No. (212) 576-4575

Address:

CC Acquisitions, L.P.
Attention: Vivian Dubin
c/o NY Life Insurance Company
51 Madison Avenue
New York, NY 10010

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$804,474.43
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12722 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10

Dated: _____

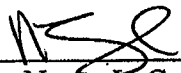
TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.

By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: 
Nancy L. George
Vice President

By: _____
Vivian Dubin
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: 5/17/2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____
Nancy L. George
Vice President

By: 
Vivian Dubin
Secretary

Date: May 24, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#12722

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
Debtor against which claim is asserted: (Check only <u>one</u> box below):		
<input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35637) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)	<input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)	<input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapasco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)
Name of Creditor (the person or other entity to whom the debtor owes money or property): Manufacturers and Traders Trust Company, as Trustee		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10165 Telephone number: (212) 661-3535		
Name and address where payment should be sent (if different from above): Manufacturers and Traders Trust Company, as Trustee One M&T Plaza Buffalo, New York 14203 Telephone number: (716) 853-7960		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$804,474.43</u> (Refer to annexed Exhibit B) If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____ *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 3515 - Nashville, TN</u> (See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____		
Date: <u>April 29, 2009</u> Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. By: <u>Nancy L. George, Vice President, Corporate Trust Department</u>		FOR COURT USE RECEIVED 'APR 30 2009 KURTZMAN CARSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

- ☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



083565309043000000000043

**EXHIBIT A TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
NASHVILLE, TENNESSEE - STORE NO. 3515**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, dated November 30, 1994 related to the premises located at Nashville, Tennessee, Store No.3515, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On March 3, 2009, the Court entered an Order Pursuant to Bankruptcy Code Sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006 Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property (the "Order") [Docket No. 2400], authorizing the Debtors to reject the Lease effective February 23, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$804,474.43 against the Debtors which represents: (1) rejection damages in the amount of \$641,997.67; (2) prepetition claims in the present amount of \$94,472.50; and (3) actual damages under the lease in the present amount of \$68,004.26. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
NASHVILLE, TENNESSEE (STORE NO. 3515)**

Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994
Store No. 3515 - Nashville, Tennessee - 7669 Highway 70 South 37221**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months):	\$4,279,984.47	
Fifteen percent of total rent reserved (above):	641,997.67	
Rent reserved for one year from Petition Date:	466,907.40	
Subtotal of Rejection Damages Claim (greater of the two):		\$641,997.67
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$40,134.80	
Prepetition Taxes Outstanding:	54,337.70	
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
Subtotal of Prepetition Claim:		\$94,472.50
Damages Under Lease		
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703.25	
Local Trustee's Attorneys Fees*:	19,081.79	
Special Trustee's Attorneys Fees*:	2,832.42	
Insurance:	20,293.07	
Broker Opinions	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal of Damages Under Lease:		\$68,004.26
TOTAL PROOF OF CLAIM:		\$804,474.43

* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

EXHIBIT D

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.
Attention: Vivian Dubin
c/o NY Life Insurance Company
51 Madison Avenue
New York, NY 10010

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$974,171.44
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12725 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10


Dated: _____

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: 
Nancy L. George
Vice President

By: _____
Vivian Dubin
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: 5/17/2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____
Nancy L. George
Vice President

By: Vivian Dubin
Vivian Dubin
Secretary

Date: May 24, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#12725

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below:)

- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) | <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35639) | <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35663) |
| <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) | <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) | <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) |
| <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) | <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) | <input type="checkbox"/> Palapson Design, Inc. (Case No. 08-35667) |
| <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) | <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) | <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) |
| <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) | <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) | <input type="checkbox"/> X3Stuff, LLC (Case No. 08-35669) |
| <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) | <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664) | <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670) |

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Manufacturers and Traders Trust Company, as Trustee

Name and address where notices should be sent:

c/o Hodgson Russ LLP
 Attn: Deborah J. Piazza, Esq.
 60 East 42nd Street, 37th Floor
 New York, New York 10165

Telephone number: (212) 661-3535

☐ Check this box to indicate that this claim amends a previously filed claim.Court Claim Number: _____
(if known)

Filed on: _____

Name and address where payment should be sent (if different from above):

Manufacturers and Traders Trust Company, as Trustee
 One M&T Plaza
 Buffalo, New York 14203

Telephone number: (716) 853-7980

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed:

\$ Not less than \$974,171.44 (Refer to annexed Exhibit B)

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 3137 - Maplewood, MN
(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account no: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: \$ _____ Annual Interest Rate: %

Amount of arrearage and other charges as of time case filed included in secured claim,

If any: \$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
If the documents are not available, please explain:Date:
April 29, 2009

Signatures: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Manufacturers and Traders Trust Company, as Trustee

By:

Nancy L. George, Vice President, Corporate Trust Department

FOR COURT USE ONLY
RECEIVED

'APR 30 2009

KURTZMAN CARLSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

- ☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



**EXHIBIT A TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
MAPLEWOOD, MINNESOTA - STORE NO. 3137**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994-1, as Landlord, dated November 30, 1994 related to the premises located at Maplewood, Minnesota, Store No. 3137, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$974,171.44 against the Debtors which represents: (1) rejection damages in the amount of \$738,299.62; (2) prepetition claims in the present amount of \$167,354.16; and (3) actual damages under the lease in the present amount of \$68,517.66. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
MAPLEWOOD, MN (STORE NO. 3137)**

Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994
Store No. 3137 - Maplewood, Minnesota - 1940 E. County Road D 55109**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months):	\$4,921,997.50	
Fifteen percent of total rent reserved (above):	738,299.62	
Rent reserved for one year from Petition Date:	536,945.18	
Subtotal of Rejection Damages Claim (greater of the two):		\$738,299.62
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$38,485.42	
Prepetition Taxes Outstanding:	128,868.74	
Prepetition Common Area Maintenance Outstanding:	To be determined ("TBD")	
Subtotal of Prepetition Claim:		\$167,354.16
Damages Under Lease		
Trustee Fees:	\$3,943.73	
Trustee's Attorneys Fees*:	10,703.25	
Local Trustee's Attorneys Fees*:	19,081.79	
Special Trustee's Attorneys Fees*:	4,177.50	
Insurance:	19,461.39	
Broker Opinions:	4,750.00	
Environmentals:	6,400.00	
Appraisal Fee:	TBD	
Landlord's Legal Costs:	TBD	
HVAC Repair:	TBD	
Inspection Fees:	TBD	
HVAC Inspection:	TBD	
Sign Removal:	TBD	
Re-key:	TBD	
Subtotal of Damages Under Lease:		\$68,517.66
TOTAL PROOF OF CLAIM:		\$974,171.44

* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

EXHIBIT E

B 10 (Official Form 10) (12/07)

AMENDED

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below:)

☒ Circuit City Stores, Inc. (Case No. 08-35653)

☐ CC Distribution Company of Virginia, Inc. (Case No. 08-35659)

☐ Abbott Advertising, Inc. (Case No. 08-35665)

☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654)

☐ Circuit City Stores PR, LLC (Case No. 08-35660)

☐ Mayland MN, LLC (Case No. 08-35666)

☐ InterTAN, Inc. (Case No. 08-35655)

☐ Circuit City Properties, LLC (Case No. 08-35661)

☐ Patapco Designs, Inc. (Case No. 08-35667)

☐ Ventoux International, Inc. (Case No. 08-35656)

☐ Orbyx Electronics, LLC (Case No. 08-35662)

☐ Sky Venture Corporation (Case No. 08-35668)

☐ Circuit City Purchasing Company, LLC (Case No. 08-35657)

☐ Kinzer Technology, LLC (Case No. 08-35663)

☐ XSTuff, LLC (Case No. 08-35669)

☐ CC Aviation, LLC (Case No. 08-35658)

☐ Courchevel, LLC (Case No. 08-35664)

☐ PRAHS, INC. (Case No. 08-35670)

NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).

Name of Creditor (the person or other entity to whom the debtor owes money or property):

CC Acquisitions, L.P.

☒ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, New York 10165

Telephone number: (212) 661-3535

Court Claim Number: 8170

(If known)

Filed on: 1/29/2009

Name and address where payment should be sent (if different from above):

CC Acquisitions, L.P.
c/o NYLIFE Real Estate Holdings, LLC, General Partner
Attn: Vivian Dubin, Associate General Counsel
51 Madison Avenue
New York, New York 10010

Telephone number: (212) 576-4575

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed:

\$ Not less than \$933,748.17 (Refer to annexed Exhibit B)

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).

☐ Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).

☐ Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().

Amount entitled to priority:

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 6619 (formerly No. 3519) (See instruction #2 on reverse side.) located at Humble, TX (Refer to annexed Exhibits A and C)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other Describe:

Value of Property: \$ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ Basis for perfection:

Amount of Secured Claim: \$ Amount Unsecured: \$

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:

July 10, 2009

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.

By:

Vivian Dubin
Vivian Dubin, Associate General Counsel Secretary

FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

B 10 (Official Form 10) (12/07)- Cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgement of Filing a Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or to view your filed proof of claim you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
HUMBLE, TEXAS (STORE NO. 6619)**

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Humble, Texas, Store No. 6619 (formerly No. 3519) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$933,748.17 against the Debtors which represents: (1) rejection damages in the amount of \$499,048.93; (2) prepetition claims in the present amount of \$48,338.13; and (3) actual damages under the lease in the present amount of \$386,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
HUMBLE, TEXAS (STORE NO. 6619)**

Amended Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994
Store No. 6619 (formerly 3519) - Humble, TX - 20465 Highway 59 77338**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months)	\$3,326,992.90	
Fifteen percent of total rent reserved (above):	499,048.93	
Rent reserved for one year from Petition Date:	362,944.68	
Subtotal of Rejection Damages Claim (greater of the two):		\$499,048.93
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$31,338.13	
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	17,000.00	
Subtotal of Prepetition Claim:		\$48,338.13
Damages Under Lease		
Property Damage:	\$282,000.00	
Trustee Fees:	3,436.35	
Trustee's Attorneys Fees ¹ :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	50,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$386,361.11
TOTAL AMENDED PROOF OF CLAIM:		\$933,748.17

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

**EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
HUMBLE, TEXAS (STORE NO. 6619)**

LEASE

EXHIBIT F

14521

B 10 (Official Form 10) (12/07)

AMENDED

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below:)

- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) | <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) | <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) |
| <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) | <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) | <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) |
| <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) | <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) | <input type="checkbox"/> Patapsco Designs, Inc. (Case No. 08-35667) |
| <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) | <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) | <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) |
| <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) | <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) | <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669) |
| <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) | <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664) | <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670) |

NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 505(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property):
CC Acquisitions, L.P.

☒ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, New York 10165

Telephone number: (212) 661-3535

Court Claim Number: 8626
(If known)

Filed on: 1/29/2009

Name and address where payment should be sent (if different from above):

CC Acquisitions, L.P.
c/o NYLIFE Real Estate Holdings, LLC, General Partner
Attn: Vivian Dubin, Associate General Counsel
51 Madison Avenue
New York, New York 10010

Telephone number: (212) 576-4575

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ Not less than \$715,734.85 (Refer to annexed Exhibit B)

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).

☐ Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).

☐ Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().

Amount entitled to priority:

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 6324 (formerly Store No. 3314)
(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C) Portland, OR

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: \$ _____ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:

July 10, 2009

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.

By: Vivian Dubin

Vivian Dubin, Associate General Counsel Secretary

FOR CREDITORS

JUL 23 2009

KURTZMAN CARSON CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

COPY

**EXHIBIT A TO PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
PORTLAND (SALEM), OREGON (STORE NO. 6324)**

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Portland (Salem), Oregon, Store No. 6324 (formerly Store No. 3314), as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$715,734.85 against the Debtors which represents: (1) rejection damages in the amount of \$567,238.32 (2) prepetition claims in the present amount of \$72,485.42; and (3) actual damages under the lease in the present amount of \$76,011.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
PORTLAND (SALEM), OREGON (STORE NO. 6324)**

Amended Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994
Store No. 6324 (formerly 3314) - Portland (Salem), OR - 435 Lancaster Drive 97301**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months)	\$3,781,588.80	
Fifteen percent of total rent reserved (above):	567,238.32	
Rent reserved for one year from Petition Date:	412,536.96	
Subtotal of Rejection Damages Claim (greater of the two):		\$567,238.32
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$38,485.42	
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	34,000.00	
Subtotal of Prepetition Claim:		\$72,485.42
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees ¹ :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker Opinions:	4,750.00	
Environmentals:	8,900.00	
HVAC Repair:	20,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$76,011.11
TOTAL PROOF OF CLAIM:		\$715,734.85

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

**EXHIBIT C TO PROOF OF CLAIM FILED BY
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE
PORTLAND (SALEM), OREGON (STORE NO. 6324)**

LEASE

EXHIBIT G

B 10 (Official Form 10) (12/07)

AMENDED

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<p style="text-align: center;">Debtor against which claim is asserted: (Check only <u>one</u> box below:)</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courechevel, LLC (Case No. 08-35664) </div> <div style="width: 33%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapsco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> XSSstuff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670) </div> </div>		
<p>NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).</p>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): CC Acquisitions, L.P.</p>		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. <p>Court Claim Number: <u>8627</u> (If known)</p> <p>Filed on: <u>1/29/2009</u></p>
<p>Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10165 Telephone number: (212) 661-3535</p>		
<p>Name and address where payment should be sent (if different from above): CC Acquisitions, L.P. c/o NYLIFE Real Estate Holdings LLC, General Partner Attn: Vivian Dubin, Associate General Counsel 51 Madison Avenue New York, New York 10010 Telephone number: (212) 576-4575</p>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
<p>1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$826,028.91</u> (Refer to annexed Exhibit B) If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>		<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim.</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). </div> <div style="width: 33%;"> <p>Amount entitled to priority: \$ _____</p> <p><small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small></p> </div> </div>
<p>2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 3506 (Marrero, LA)</u> (See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)</p>		
<p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</p>		
<p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate: % _____ Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____ </p>		
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: _____</p>		
<p>Date: July 10, 2009</p> <p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P. By: <u>Vivian Dubin</u> Vivian Dubin, Associate General Counsel Secretary</p>		<p>FOR COURT USE ONLY</p>

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

B 10 (Official Form 10) (12/07)- Cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgement of Filing a Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or to view your filed proof of claim you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
MARRERO, LOUISIANA (STORE NO. 3506)**

CC Acquisitions, L.P. ("CCA"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Louisiana Trust, as Landlord, dated November 9, 1994, related to the premises located at Marrero, Louisiana, Store No. 3506, as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 25, 2008, the Debtors filed their Debtors' Motion for Orders Under 11 U.S.C. Sections 105, 363, and 365 (i) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases for Closing Stores, (ii) Setting Sale Hearing Date, and (iii) Authorizing and Approving (a) Sale of Certain Nonresidential Real Property Leases Free and Clear of Liens, Claims, and Encumbrances, (b) Assumption and Assignment of Certain Unexpired Nonresidential Property Leases, and (c) Lease Rejection Procedures (the "Motion"). On December 11, 2008, the Court entered an Order granting the Motion and the subject Lease was rejected effective as of December 31, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$826,028.91 against the Debtors which represents: (1) rejection damages in the amount of \$681,183.85; (2) prepetition claims in the present amount of \$86,333.95; and (3) actual damages under the lease in the present amount of \$58,511.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
MARRERO, LOUISIANA (STORE NO. 3506)**

Amended Claim Analysis and Calculation

Lease between Circuit City Stores, Inc. and CCI Louisiana Trust dated November 9, 1994
Store No. 3506 - Marrero, LA - 4945 Lapalco Blvd. 70072

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months)	\$4,541,225.70	
Fifteen percent of total rent reserved (above):	681,183.85	
Rent reserved for one year from Petition Date:	495,406.44	
Subtotal of Rejection Damages Claim (greater of the two):		\$681,183.85
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$42,333.95	
Prepetition Late Charges:	To be determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	TBD	
Prepetition Taxes Outstanding:	44,000.00	
Subtotal of Prepetition Claim:		\$86,333.95
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees ¹ :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	4,750.00	
Environmentals:	6,400.00	
HVAC Repair:	5,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$58,511.11
TOTAL AMENDED PROOF OF CLAIM:		\$826,028.91

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

**EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS
MARRERO, LOUISIANA (STORE NO. 3506)**

LEASE

EXHIBIT H

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunneken, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.
Attention: Vivian Dubin
c/o NY Life Insurance Company
51 Madison Avenue
New York, NY 10010

2. Date of Transfer of Claim: June 1, 2009
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$831,584.68
5. Date of Filing Proof of Claim: July 23, 2009
6. Claim No.: 14523 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee
c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/2/10


Dated: _____

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: 
Nancy L. George
Vice President

By: _____
Vivian Dubin
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

PLEASE TAKE NOTICE that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: _____

Dated: 5/17/2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.
By: NYLIFE Real Estate Holdings, LLC,
it's General Partner

By: _____
Nancy L. George
Vice President

By: Vivian Dubin
Vivian Dubin
Secretary

Date: May 24, 2010

Submitted by:

MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE

By: /s/ Augustus C. Epps, Jr.
Augustus C. Epps, Jr., Esquire (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
CHRISTIAN & BARTON, LLP
909 E. Main Street, Suite 1200
Richmond, Virginia 23219-3095
(804) 697-4129
(804) 697-6129 (facsimile)

Counsel for Manufacturers and Traders Trust Company, as Trustee

EXHIBIT A

#14523

B 10 (Official Form 10) (12/07)		AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<p>Debtor against which claim is asserted: (Check only <u>one</u> box below.)</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 50%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Vontoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) </div> <div style="width: 50%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinroz Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664) </div> <div style="width: 50%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Maryland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapoco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> X3Stuff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670) </div> </div>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): Manufacturers and Traders Trust Company, as Trustee</p> <p>Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 80 East 42nd Street, 37th Floor New York, New York 10165</p> <p>Telephone number: (212) 861-3535</p>		<p><input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</p> <p>Court Claim Number: 8421 (if known)</p> <p>Filed on: 1/29/2009</p>
<p>Name and address where payment should be sent (if different from above): CC Acquisitions, L.P. c/o NYLIFE Real Estate Holdings, LLC, General Partner Attn: Vivian Dubin, Associate General Counsel 51 Madison Avenue New York, New York 10010</p> <p>Telephone number: (212) 578-4575</p>		<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</p>
<p>1. Amount of Claim as of Date Case Filed: \$ Not less than \$931,584.88 (Refer to annexed Exhibit B)</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>		<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)().</p> <p>Amount entitled to priority: \$ _____</p> <p>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</p>
<p>2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 6366 (formerly Store No. 4502) located at Lewisville, TX (Refer to annexed Exhibits A and C) (See instruction #2 on reverse side.)</p> <p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)</p> <p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe: _____</p> <p>Value of Property: \$ _____ Annual Interest Rate: _____%</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</p> <p>If the documents are not available, please explain: _____</p>		
<p>Date: July 10, 2009</p> <p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p> <p>NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.</p> <p>By: <u>Vivian Dubin</u> Vivian Dubin, Associate General Counsel Secretary</p>		<p>FOR COURT USE ONLY</p> <p>RECEIVED</p> <p>JUL 23 2009</p> <p>KURTZMAN CARSON CONSULTANTS</p>

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

- ☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

originals

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITION, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

Amended Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994
Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months)	\$4,301,919.60	
Fifteen percent of total rent reserved (above):	645,287.94	
Rent reserved for one year from Petition Date:	469,300.32	
Subtotal of Rejection Damages Claim (greater of the two):		\$645,287.94
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Late Charges:	To Be Determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	26,000.00	
Prepetition Taxes Outstanding:	58,000.00	
Subtotal of Prepetition Claim:		\$121,935.63
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees ¹ :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	10,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$64,361.11
TOTAL AMENDED PROOF OF CLAIM:		\$831,584.68

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

EXHIBIT I

B 10 (Official Form 10) (12/07)

AMENDED

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below.)

- ☒ Circuit City Stores, Inc. (Case No. 08-35653) ☐ CC Distribution Company of Virginia, Inc. (Case No. 08-35659) ☐ Abbott Advertising, Inc. (Case No. 08-35665)
☐ Circuit City Stores West Coast, Inc. (Case No. 08-35654) ☐ Circuit City Stores PR, LLC (Case No. 08-35660) ☐ Mayland MN, LLC (Case No. 08-35666)
☐ InterTAN, Inc. (Case No. 08-35655) ☐ Circuit City Properties, LLC (Case No. 08-35661) ☐ Patapsco Designs, Inc. (Case No. 08-35667)
☐ Ventoux International, Inc. (Case No. 08-35656) ☐ Orbyx Electronics, LLC (Case No. 08-35662) ☐ Sky Venture Corporation (Case No. 08-35668)
☐ Circuit City Purchasing Company, LLC (Case No. 08-35657) ☐ Kinzer Technology, LLC (Case No. 08-35663) ☐ XSTuff, LLC (Case No. 08-35669)
☐ CC Aviation, LLC (Case No. 08-35658) ☐ Courchevel, LLC (Case No. 08-35664) ☐ PRAIIS, INC. (Case No. 08-35670)

NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property):

CC Acquisitions, L.P.

Name and address where notices should be sent:

c/o Hodgson Russ LLP
Attn: Deborah J. Piazza, Esq.
60 East 42nd Street, 37th Floor
New York, New York 10165

Telephone number: (212) 661-3535

☐ Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number: 14523
(If known)Filed on: 1/29/2009

Name and address where payment should be sent (if different from above):

CC Acquisitions, L.P.
c/o NYLIFE Real Estate Holdings, LLC, General Partner
Attn: Vivian Dubin, Secretary
51 Madison Avenue
New York, New York 10010

Telephone number: (212) 576-4575

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed:

\$ Not less than \$831,584.68 (Refer to annexed Exhibit B)

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 6366 (formerly Store No. 4502) located at (See instruction #2 on reverse side.) Lewisville, TX (Refer to annexed Exhibits A and C)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other
Describe:

Value of Property: \$ _____ Annual Interest Rate: _____%

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:

August 27, 2009

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.

By:

Vivian Dubin
Vivian Dubin, Secretary

FOR COURT USE ONLY

RECEIVED

SEP 02 2009

KURTZMAN & ASSOCIATES

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 1593.

- ☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return



083565309090200000000005

Deborah J. Piazza
Partner
Direct Dial: 646-218-7560
dpiazza@hodgsonruss.com



September 1, 2009

Via Federal Express

Circuit City Stores, Inc., et al.
Claims Processing Dept.
Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

Dear Claims Agent:

Re: In re: Circuit City Stores, Inc. et al.
Jointly Administered Chapter 11 Bankruptcy Cases No. 08-10178 (BLS)

Enclosed please find an original Amended Proof of Claim Form, together with a copy for filing against the Circuit City Stores, Inc. bankruptcy estate on behalf of CC Acquisitions, L. P. ("CCA"), in connection with certain leases that have been assigned to CCA in connection with the Circuit City premises located in Lewisville, TX – Store 6366.

Please file the original Amended Proof of Claim and properly docket on the Claims Register. Please immediately date-stamp and return it to the attention of Linda Davies using the enclosed, self-addressed return Federal Express package.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Deborah J. Piazza", with a stylized flourish at the end.

Deborah J. Piazza

DJP/ld

Enclosure

cc: Vivian Dubin (via email)
Garry M. Graber, Esq. (via email)

**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITION, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

Amended Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994
Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months)	\$4,301,919.60	
Fifteen percent of total rent reserved (above):	645,287.94	
Rent reserved for one year from Petition Date:	469,300.32	
Subtotal of Rejection Damages Claim (greater of the two):		\$645,287.94
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Late Charges:	To Be Determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	26,000.00	
Prepetition Taxes Outstanding:	58,000.00	
Subtotal of Prepetition Claim:		\$121,935.63
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees ¹ :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	10,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$64,361.11
TOTAL AMENDED PROOF OF CLAIM:		\$831,584.68

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

**EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

LEASE

EXHIBIT J

#14577

B 10 (Official Form 10) (12/07)		AMENDED
UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA		PROOF OF CLAIM
<p style="text-align: center;">Debtor against which claim is asserted: (Check only <u>one</u> box below:)</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655) <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658) </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660) <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661) <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662) <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663) <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664) </div> <div style="width: 33%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666) <input type="checkbox"/> Patapsco Designs, Inc. (Case No. 08-35667) <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668) <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669) <input type="checkbox"/> PRAIS, INC. (Case No. 08-35670) </div> </div>		
<p><small>NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).</small></p>		
<p>Name of Creditor (the person or other entity to whom the debtor owes money or property): CC Acquisitions, L.P.</p>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. <p>Court Claim Number: <u>14523</u> (If known)</p> <p>Filed on: <u>1/29/2009</u></p>
<p>Name and address where notices should be sent: c/o Hodgson Russ LLP Attn: Deborah J. Piazza, Esq. 60 East 42nd Street, 37th Floor New York, New York 10165</p> <p style="text-align: right;">Telephone number: (212) 661-3535</p>		
<p>Name and address where payment should be sent (if different from above): CC Acquisitions, L.P. c/o NYLIFE Real Estate Holdings, LLC, General Partner Attn: Vivian Dubin, Secretary 51 Madison Avenue New York, New York 10010</p> <p style="text-align: right;">Telephone number: (212) 576-4575</p>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
<p>1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$831,584.68 (Refer to annexed Exhibit B)</u></p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>		
<p>2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 6366 (formerly Store No. 4502) located at (See instruction #2 on reverse side.) Lewisville, TX (Refer to annexed Exhibits A and C)</u></p>		<p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(). </div> </div> <p>Amount entitled to priority: <u>\$</u></p> <p><small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small></p>
<p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____ <small>(See instruction #3a on reverse side.)</small></p>		
<p>4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p>Describe: _____</p> <p>Value of Property: \$ _____ Annual Interest Rate: _____ %</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. <small>(See definition of "redacted" on reverse side.)</small></p> <p>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</p> <p>If the documents are not available, please explain: _____</p>		
<p>Date: <u>August 27, 2009</u></p>	<p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.</p> <p>NYLIFE Real Estate Holdings, LLC, General Partner of CC Acquisitions, L.P.</p> <p>By: <u><i>Vivian Dubin</i></u> Vivian Dubin, Secretary</p>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 371.



**EXHIBIT A TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

CC Acquisitions, L.P. ("CCA"), submits this Amended Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 9, 1994 related to the premises located at Lewisville, Texas, Store No. 6366 (formerly Store No. 4502) as more fully-described in the Lease (the "Lease"), which has been assigned to CCA as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On November 10, 2008, the Debtors filed a Motion for an Order Pursuant to 11 U.S.C. Sections 105(a), 365(a), and 554 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property Effective as of the Petition Date (the "Motion"). The Court entered an Order granting the Motion on the same day and the subject Lease was rejected effective as of November 10, 2008.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, CCA has an aggregate claim in an amount not less than \$831,584.68 against the Debtors which represents: (1) rejection damages in the amount of \$645,287.94; (2) prepetition claims in the present amount of \$121,935.63; and (3) actual damages under the lease in the present amount of \$64,361.11. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

CCA reserves the right to further amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA's rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITION, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

Amended Claim Analysis and Calculation

**Lease between Circuit City Stores, Inc. and CCI Trust 1994 - I dated November 9, 1994
Store No. 6366 (formerly Store No. 4502) - Lewisville, TX - 2325 S. Stemmons Frwy. 75067**

Claim for Rejection Damages under 11 U.S.C. 502(b)(6)		
Total rent reserved through end of term (110 months)	\$4,301,919.60	
Fifteen percent of total rent reserved (above):	645,287.94	
Rent reserved for one year from Petition Date:	469,300.32	
Subtotal of Rejection Damages Claim (greater of the two):		\$645,287.94
Prepetition Claim		
Prepetition Rent Outstanding (10/1/08 - 11/9/08):	\$37,935.63	
Prepetition Late Charges:	To Be Determined ("TBD")	
Prepetition Common Area Maintenance Outstanding:	26,000.00	
Prepetition Taxes Outstanding:	58,000.00	
Subtotal of Prepetition Claim:		\$121,935.63
Damages Under Lease		
Trustee Fees:	\$3,436.35	
Trustee's Attorneys Fees ¹ :	10,424.76	
Landlord's Legal Costs:	20,000.00	
Broker's Opinion:	6,500.00	
Environmentals:	5,500.00	
HVAC Repair:	10,000.00	
Interior Clean-Up:	3,000.00	
Inspection Fees:	1,500.00	
HVAC Inspection:	1,000.00	
Sign Removal:	2,000.00	
Re-key:	1,000.00	
Subtotal of Damages Under Lease:		\$64,361.11
TOTAL AMENDED PROOF OF CLAIM:		\$831,584.68

¹ The amount for attorneys' fees includes estimated time. CC Acquisitions, L.P. reserves the right to further amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred.

**EXHIBIT C TO AMENDED PROOF OF CLAIM FILED BY
CC ACQUISITIONS, L.P.
LEWISVILLE, TEXAS (STORE NO. 6366)**

LEASE

EXHIBIT K

HODGSON RUSS LLP
James C. Thoman, Esq.
140 Pearl Street, Suite 100
Buffalo, NY 14202
Telephone: (716) 856-4000
Attorneys for CC Acquisitions LLC

and

CHRISTIAN & BARTON, LLP
Augustus C. Epps, Jr., Esq. (VSB No. 13254)
Michael D. Mueller, Esquire (VSB No. 38216)
Jennifer M. McLemore, Esquire (VSB No. 47164)
909 East Main Street, Suite 1200
Richmond, VA 23219
Telephone: (804) 697-4100
Local Counsel for CC Acquisitions LLC

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:	Chapter 11
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	Case No. 08-35653
Debtors.	Jointly Administered

**DECLARATION OF RON PETIT IN SUPPORT OF RESPONSE TO
THIRTY-NINTH OMNIBUS OBJECTION TO LANDLORD CLAIMS
(REDUCTION OF CERTAIN INVALID CLAIMS-MITIGATION)**

I, Ron Petit, declare as follows:

I am a Vice President with CC Acquisitions, L.P., the Manager of CC Acquisitions, LLC ("CC Acquisitions"). I am a resident of Maplewood, New Jersey. All of the facts set forth in this declaration are within my personal knowledge and are true and correct. I suffer from no legal impediment that precludes me from making this declaration.

1. I make this declaration in support of CC Acquisitions response to Trustee of the Circuit City Stores, Inc. Liquidating Trust's (the "Trust") Thirty-Ninth Omnibus Objection to Landlord Claims seeking an order disallowing Claim Nos. 12718, 12721, 12722, 12725, 14518, 14521, 14522, 14523, 14574 and 14577 (the "Motion").

2. McDonald Mortgage Pass-Through Corporation (the "Originator") made various mortgage loans with respect to a number of locations leased by the debtors including the following locations:

LANDLORD	STORE NUMBER	LOCATION
CCI Trust 1994-1	#4505 ("Little Rock 1")	109 Markham Park Drive Little Rock, AR 72211
CCI Trust 1994-1	#4506 ("Little Rock 2")	4339 Warden Road North Little Rock, AR 72116
CCI Trust 1994-1	#3515 ("Nashville")	7669 Highway 70 South Nashville, TN 37221
CCI Trust 1994-1	#3517 ("Maplewood")	1940 E. County Road D Maplewood, MN 55109
CCI Louisiana Trust	#3506 ("Marrero")	4945 Lapalco Boulevard Marrero, LA 70072
CCI Trust 1994-1	#6691 ("Humble")	20465 Highway 59 Humble, TX 77338
CCI Trust 1994-1	#3314 ("Salem")	435 Lancaster Drive Salem (Portland), OR 97301
CCI Trust 1994-1	#4502 ("Lewisville")	2325 S. Stemmons Freeway Lewisville, TX 75067

collectively, the "Locations".

3. The Originator then transferred the mortgage loans and the collateral therefor to Manufacturers and Traders Trust Company, as trustee (the "Trustee") for the benefit of the holders of certain certificates issued pursuant to the terms of a Pooling and Servicing Agreement, dated as of November 10, 1994. The mortgage loans and collateral therefor were transferred to the Trustee. The certificates represented the beneficial interests in the mortgage loans, and entitled the certificate holders to a stream of payments.

4. Each loan was secured by a mortgage and assignment of leases and rents. The assignment of leases and rents provide for the payment of rents directly to the lender in the occurrence of an event of default.

5. There were defaults under the mortgage loans. The Trustee exercised its rights and remedies. The borrowers entered into deed in lieu of foreclosure agreements with respect to all of

the Locations except for Humble, Texas and Lewisville, Texas. At the direction of the Trustee, the properties were conveyed to CC Acquisitions.

6. For all of the Locations, the Trustee assigned all of its rights with respect to the mortgage loan and related collateral documents to CC Acquisitions. The assignment contains “anti-merger” language. CC Acquisitions is the assignee of all rights with respect to mortgage loans and assignments of rents and leases with respect to the Locations.

7. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$620,334.88 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Little Rock, Arkansas—Store No. 4506 (“Claim No. 12718”). On or about May 17, 2010, the Trustee transferred Claim No. 12718 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7633).

8. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$721,052.70 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Little Rock, Arkansas—Store No. 4505 (“Claim No. 12721”). On or about May 17, 2010, the Trustee transferred Claim No. 12721 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7816).

9. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$804,474.43 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Nashville, Tennessee—Store No. 3515 (“Claim No. 12722”). On or about May 17, 2010, the Trustee transferred Claim No. 12722 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7632).

10. On or about April 30, 2009, the Trustee timely filed a request for a general unsecured claim in the amount of not less than \$974,171.44 for rejection damages and pre-petition

amounts due with respect to the lease for real property located at Maplewood, Minnesota—Store No. 3137 (“Claim No. 12725”). On or about May 17, 2010, the Trustee transferred Claim No. 12725 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7631).

11. On or about July 23, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 8170) asserting a general unsecured claim in the amount of not less than \$933,748.17 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Humble, Texas—Store No. 6619 (“Claim No. 14518”).

12. On or about July 23, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 8626) asserting a general unsecured claim in the amount of not less than \$715,734.85 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Portland (Salem), Oregon—Store No. 6324 (“Claim No. 14521”).

13. On or about July 23, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 8627) asserting a general unsecured claim in the amount of not less than \$826,028.91 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Marrero, Louisiana—Store No. 3506 (“Claim No. 14522”).

14. On or about July 23, 2009, the Trustee timely filed an amended proof of claim (amending Claim No. 8421) asserting a general unsecured claim in the amount of not less than \$831,584.68 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Lewisville, Texas—Store No. 6366 (“Claim No. 14523”). On or about May 17, 2010, the Trustee transferred Claim No. 14523 to CC Acquisitions and Notice of the Transfer of Claim was filed with the Court (Docket No. 7630).

15. On or about September 2, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 14523) asserting a general unsecured claim in the amount of not

less than \$831,584.68 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Lewisville, Texas—Store No. 6366 (“Claim No. 14574”).

16. On or about September 2, 2009, CC Acquisitions timely filed an amended proof of claim (amending Claim No. 14523) asserting a general unsecured claim in the amount of not less than \$831,584.68 for rejection damages and pre-petition amounts due with respect to the lease for real property located at Lewisville, Texas—Store No. 6366 (“Claim No. 14577”).

17. CC Acquisitions entered into a Management and Leasing Agreement with CB Richard Ellis on June 17, 2009 with respect to the Locations. CC Acquisitions retained CB Richard Ellis in an attempt to market the Locations to prospective tenants. There was very little demand for leasing the Locations. The re-letting efforts produced no replacement tenants for any of the Locations.

18. CC Acquisitions also entered into an Exclusive Sales Listing Agreement with CB Richard Ellis on May 20, 2009. There was limited demand in the sale market, in most cases, by users who converted the Locations from retail into office or medical office, or in two cases, into a house of worship and a site for demolition and conversion to a motel. The properties were sold on the following dates:

Humble, Texas - October 2009

Lewisville, Texas - August 2010

North Little Rock, AR - December 2009

Little Rock, AR - June 2010

Marrero, LA - December 2010

Nashville, TN - October 2009

Maplewood, MN - June 2011

Salem, OR - May 2010

I declare under penalty of perjury under the laws of the State of New York that the foregoing
is true and correct.

Executed this 10th day of May, 2012 at New York, New York.



Ron Petit